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Docket No. ATT 2003-0254

IN THE UNITED STATES
PATENT AND TRADEMARK OFFICE

Declaration and Power of Attorney

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am an original, first and joint inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled **METHOD AND SYSTEM FOR RECEIVING DIGITAL CONTENT USING A PREPAID DIGITAL CONTENT CARD**, the specification of which was filed on December 31, 2003 under Serial Number 10/750,362.

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by an amendment, if any, specifically referred to in this oath or declaration.

I acknowledge the duty to disclose all information known to me which is material to patentability as defined in Title 37, Code of Federal Regulations, 1.56.

I hereby claim foreign priority benefits under Title 35, United States Code, 119(a-d) or 365(a-b) of PCT or foreign application(s) for patent or inventors' certificate listed below or priority benefits under 119(e) of any United States provisional application(s) listed below and have also identified below any foreign application for patent or inventors' certificate having a filing date before that of the application on which priority is claimed:

Provisional Application No. 60/506,583, filed September 26, 2003

I hereby claim the benefit under Title 35, United States Code, 120 of any United States application(s) listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States application in the manner provided by the first paragraph of Title 35, United States Code, 112, we acknowledge the duty to disclose all information known to us to be material to patentability as defined in Title 37, Code of Federal Regulations, 1.56 which became available between the filing date of the prior application and the national or PCT international filing date of this application:

None

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the

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like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

I hereby appoint the attorney(s) associated with Customer Number 26652 (AT&T Corp.) with full power of substitution and revocation, to prosecute said application, to make alterations and amendments therein, to receive the patent, and to transact all business in the Patent and Trademark Office connected therewith.

I also appoint Raymond R. Moser, Jr. (Reg. No. 34,682), Eamon J. Wall (Reg. No. 39,414), Kin-Wah Tong (Reg. No. 39,400), Steven M. Hertzberg (Reg. No. 41,834), John M. Kelly (Reg. No. 33,920), Robert M. Brush (Reg. No. 45,710), Jorge E. Villabon (Reg. No. 52,322), Diana Rea (Reg. No. 54,938), Thomas Bethea (Reg. No. 53,987) and Kirby A. Turner (Reg. No. 48,500) as associate attorneys, with full power to prosecute said application, to make alterations and amendments therein, and to transact all business in the Patent and Trademark Office connected therewith.

Please address all correspondence to Mr. S. H. Dworetsky, AT&T Corp., P.O. Box 4110, Middletown, New Jersey 07748. Telephone calls should be made to Kin-Wah Tong at 732-530-9404.

Full name of 1st joint inventor: Michael PALUMBO

Inventor's signature *Michael Palumbo* Date 9/20/04
Residence: 4 Cherry Street, Long Valley, New Jersey 07853
Post Office Address: Same as Residence Sworn to and subscribed before me this 20 day of Sept, 2004
Citizenship: United States of America
ADRIAN T. VEGA
NOTARY PUBLIC OF NEW JERSEY
Commission Expires 2/13/2009

Full name of 2nd joint inventor: John F. BAROSS, Jr.

Inventor's signature _____ Date _____

Residence: 126 Pleasant Grove Road, Long Valley, New Jersey 07853
Post Office Address: Same as Residence
Citizenship: United States of America

Full name of 3rd joint inventor: Mark P. EVANS

Inventor's signature _____ Date _____

Residence: 5 Cambridge Drive, Annandale, New Jersey 08801
Post Office Address: Same as Residence
Citizenship: United States of America

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Full name of 1st joint inventor: Michael PALUMBO

Inventor's signature _____ Date _____

Residence: 4 Cherry Street, Long Valley, New Jersey 07853

Post Office Address: Same as Residence

Citizenship: United States of America

Full name of 2nd joint inventor: John F. BAROSS, Jr.

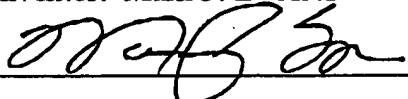
Inventor's signature _____ Date _____

Residence: 126 Pleasant Grove Road, Long Valley, New Jersey 07853

Post Office Address: Same as Residence

Citizenship: United States of America

Full name of 3rd joint inventor: Mark P. EVANS

Inventor's signature  Date 12/11/04

Residence: 5 Cambridge Drive, Annandale, New Jersey 08801

Post Office Address: Same as Residence

Citizenship: United States of America